



0100491047

The David J. Joseph Company

January 13, 1995

RECORDATION NO. 18931-B FILED 1995

JAN 17 1995 -12 25 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Interstate Commerce Commission
12th & Constitution Ave., NW
Room 2303
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two originals of the Memorandum of Assignment and Assumption Agreement dated as of December 15, 1994 between the following parties:

Seller: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Buyer: Star Bank, N.A.
425 Walnut Street
Mail Location 8135
Cincinnati, OH 45201-1038

The lease to which this document is connected is recorded under Recordation No. 18931.

Please file this agreement as a secondary document. The amount of \$21.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones
Documentation Assistant

Enclosures

Railroad Equipment Leasing
and Marketing Division

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4397

Mail Address:
P.O. Box 1078
Cincinnati, OH 45201-1078

RECORDATION NO. 18931-B FILED 1/17/95

MEMORANDUM OF

JAN 17 1995 -12 25 PM

ASSIGNMENT AND ASSUMPTION AGREEMENT

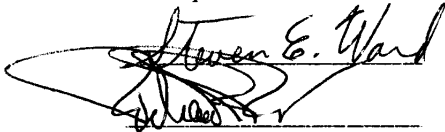
Memorandum of Assignment and Assumption Agreement for forty-three (43) railcars (the "Assignment Agreement") made and entered into as of December 15, 1994 by and between The David J. Joseph Company, a Delaware corporation ("Assignor") and Star Bank, N.A., a national banking association ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated July 16, 1994 between Assignor as Lessor and Wisconsin Central Ltd. as Lessee (the "Lease") for forty-three (43) railcars bearing the railroad reporting markings set forth on Exhibit A.
2. This Assignment Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Signed and acknowledged
in the presence of:

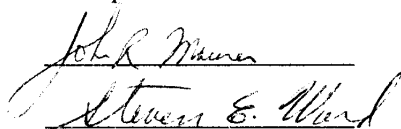
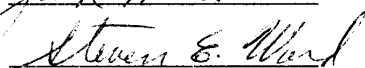

Steven E. Ward

THE DAVID J. JOSEPH COMPANY

By: 

Title: Vice President

Signed and acknowledged
in the presence of:


John R. Muen

Steven E. Ward

STAR BANK, N.A.

By: 

Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 15th day of December, 1994, before me the subscriber, James H. Goetz, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Douglas F. McMillan to me personally known, who stated and acknowledged that he is the Vice President of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 15th day of December, 1994.


(Notary Signature)

My commission expires: JANUARY 1, 1995
Notary Public for the State of Ohio
My Commission Expires January 1, 1995

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 15th day of December, 1994, before me the subscriber, Michael Dicecco, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kim J. Trombetta to me personally known, who stated and acknowledged that he is the Vice President of Star Bank, N.A., a national banking association, and duly authorized by authority of the Board of Directors or by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 15th day of December, 1994.

Michael Dicecco
(Notary Signature)

My commission expires:



MICHAEL DICECCO
Notary Public, State of Ohio
My Commission Expires July 11, 1999

EXHIBIT A

Forty-three (43) railcars currently bearing reporting marks
as follows:

WC 200	WC 212	WC 226	WC 238
WC 201	WC 213	WC 227	WC 239
WC 202	WC 215	WC 228	WC 240
WC 203	WC 217	WC 229	WC 241
WC 204	WC 218	WC 230	WC 242
WC 205	WC 219	WC 231	WC 243
WC 206	WC 220	WC 233	WC 244
WC 207	WC 221	WC 234	WC 246
WC 209	WC 223	WC 235	WC 247
WC 210	WC 224	WC 236	WC 249
WC 211	WC 225	WC 237	



The David J. Joseph Company

January 31, 1995

Corrected
2-8-95
Jmj

Interstate Commerce Commission
Room 2303 - Recordations
12th & Constitution Ave., N W
Washington, DC 20423

To whom it may concern:

Attached are two documents that were filed on January 17, 1995. It looks like the recordation numbers on these two documents were switched; for example, the document with Recordation No. 19134-B is connected to lease number 18931 and the document with Recordation No. 18931-A is connected to lease number 19134.

If I can be of any further assistance, please do not hesitate to call me at (513) 621-8770, ext. 137. Thank you for your prompt attention to this matter.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones
Documentation Assistant

Attachments

Railroad Equipment Leasing
and Marketing Division

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